

## **Exhibit 7**

07/13/2005		93,941		DEPARTMENT OF HEALTH AND HUMAN SERVICES PUBLIC HEALTH SERVICE CENTERS FOR DISEASE CONTROL AND PREVENTION  <b>NOTICE OF COOPERATIVE AGREEMENT</b>  AUTHORIZATION (LEGISLATION/REGULATION)  307/317K2 PHSA, 42USC SEC 2421/247BK2	
1. SUPERSEDES AWARD NOTICE DATED <b>08/28/2004</b> EXCEPT THAT ANY ADDITIONS OR RESTRICTIONS PREVIOUSLY IMPOSED REMAIN IN EFFECT UNLESS SPECIFICALLY RESCINDED.					
4. GRANT NO. <b>U62/CCU124501-01-1</b>		5. ADMINISTRATIVE CODES <b>CCU62</b>			
6. PROJECT PERIOD FROM <b>09/30/2004</b> THROUGH <b>03/31/2010</b>		7. BUDGET PERIOD FROM <b>09/30/2004</b> THROUGH <b>03/31/2006</b>			

1. TITLE OF PROJECT (OR PROGRAM) <b>IMPLEMENTATION OF PREVENTION OF MOTHER TO CHILD TRANSMISSION SVCS IN KENYA</b>	
2. GRANTEE NAME AND ADDRESS <b>PATHFINDER INTERNATIONAL          9 GALEN STREET          SUITE 217          WATERTOWN, MA 02472</b>	10. DIRECTOR OF PROJECT (PROGRAM DIRECTOR/PRINCIPAL INVESTIGATOR) <b>BEVERLY ARMSTRONG          FINANCE &amp; ADMINISTRATION          9 GALEN STREET          WATERTOWN, MA 02472</b>

1. APPROVED BUDGET (EXCLUDES PHS DIRECT ASSISTANCE)  PHS GRANT FUNDS ONLY 1. TOTAL PROJECT COSTS INCLUDING GRANT FUNDS AND ALL OTHER FINANCIAL PARTICIPATION (PLACE NUMERAL ON LINE) <u>  I  </u>  <table style="width: 100%;"> <tr><td>2. SALARIES AND WAGES.....</td><td style="text-align: right;">375,226</td></tr> <tr><td>3. FRINGE BENEFITS.....</td><td style="text-align: right;">72,087</td></tr> <tr><td>4. TOTAL PERSONNEL COSTS.....</td><td style="text-align: right;">447,313</td></tr> <tr><td>5. CONSULTANT COSTS.....</td><td style="text-align: right;">2,003</td></tr> <tr><td>6. EQUIPMENT.....</td><td style="text-align: right;">3,000</td></tr> <tr><td>7. SUPPLIES.....</td><td style="text-align: right;">13,200</td></tr> <tr><td>8. TRAVEL.....</td><td style="text-align: right;">123,878</td></tr> <tr><td>9. PATIENT CARE-INPATIENT.....</td><td style="text-align: right;">0</td></tr> <tr><td>10. PATIENT CARE-OUTPATIENT.....</td><td style="text-align: right;">0</td></tr> <tr><td>11. ALTERATIONS AND REMOVATIONS.....</td><td style="text-align: right;">0</td></tr> <tr><td>12. OTHER.....</td><td style="text-align: right;">254,559</td></tr> <tr><td>13. CONSORTIUM/CONTRACTUAL COSTS.....</td><td style="text-align: right;">41,220</td></tr> <tr><td>14. TRAINEE RELATED EXPENSES.....</td><td style="text-align: right;">0</td></tr> <tr><td>15. TRAINEE STIPENDS.....</td><td style="text-align: right;">0</td></tr> <tr><td>16. TRAINEE TUITION AND FEES.....</td><td style="text-align: right;">0</td></tr> <tr><td>17. TRAINEE TRAVEL.....</td><td style="text-align: right;">0</td></tr> <tr><td>18. TOTAL DIRECT COSTS.....</td><td style="text-align: right;">885,173</td></tr> <tr><td>19. INDIRECT COSTS (15.00 % OF SBM/TADC).....</td><td style="text-align: right;">134,827</td></tr> <tr><td>20. TOTAL APPROVED BUDGET.....</td><td style="text-align: right;">1,020,000</td></tr> <tr><td>21. SPIR FEE.....</td><td style="text-align: right;">0</td></tr> <tr><td>22. FEDERAL SHARE.....</td><td style="text-align: right;">1,020,000</td></tr> <tr><td>23. NON-FEDERAL SHARE.....</td><td style="text-align: right;">0</td></tr> </table>	2. SALARIES AND WAGES.....	375,226	3. FRINGE BENEFITS.....	72,087	4. TOTAL PERSONNEL COSTS.....	447,313	5. CONSULTANT COSTS.....	2,003	6. EQUIPMENT.....	3,000	7. SUPPLIES.....	13,200	8. TRAVEL.....	123,878	9. PATIENT CARE-INPATIENT.....	0	10. PATIENT CARE-OUTPATIENT.....	0	11. ALTERATIONS AND REMOVATIONS.....	0	12. OTHER.....	254,559	13. CONSORTIUM/CONTRACTUAL COSTS.....	41,220	14. TRAINEE RELATED EXPENSES.....	0	15. TRAINEE STIPENDS.....	0	16. TRAINEE TUITION AND FEES.....	0	17. TRAINEE TRAVEL.....	0	18. TOTAL DIRECT COSTS.....	885,173	19. INDIRECT COSTS (15.00 % OF SBM/TADC).....	134,827	20. TOTAL APPROVED BUDGET.....	1,020,000	21. SPIR FEE.....	0	22. FEDERAL SHARE.....	1,020,000	23. NON-FEDERAL SHARE.....	0	12. AWARD COMPUTATION FOR FINANCIAL ASSISTANCE <table style="width: 100%;"> <tr><td>A. AMOUNT OF PHS FINANCIAL ASSISTANCE (FROM 11.U).....</td><td style="text-align: right;">1,020,000</td></tr> <tr><td>B. LESS UNOBLIGATED BALANCE FROM PRIOR BUDGET PERIODS...\$</td><td style="text-align: right;">0</td></tr> <tr><td>C. LESS CUMULATIVE PRIOR AWARD(S) THIS BUDGET PERIOD...\$</td><td style="text-align: right;">120,000</td></tr> <tr><td>D. AMOUNT OF FINANCIAL ASSIST. THIS ACTION \$</td><td style="text-align: right;">900,000</td></tr> </table> 13. RECOMMENDED FUTURE SUPPORT (SUBJECT TO THE AVAILABILITY OF FUNDS AND SATISFACTORY PROGRESS OF THE PROJECT) <table style="width: 100%;"> <tr> <th>BUDGET YEAR</th> <th>TOTAL DIRECT COSTS</th> <th>BUDGET YEAR</th> <th>TOTAL DIRECT COSTS</th> </tr> <tr> <td>A. 2</td> <td style="text-align: right;">120,000</td> <td>D. 5</td> <td style="text-align: right;">120,000</td> </tr> <tr> <td>B. 3</td> <td style="text-align: right;">120,000</td> <td>E. 0</td> <td style="text-align: right;">0</td> </tr> <tr> <td>C. 4</td> <td style="text-align: right;">120,000</td> <td>F. 0</td> <td style="text-align: right;">0</td> </tr> </table> 14. APPROVED DIRECT ASSISTANCE BUDGET (IN LIEU OF CASH) <table style="width: 100%;"> <tr><td>A. AMOUNT OF PHS DIRECT ASSISTANCE.....</td><td style="text-align: right;">0</td></tr> <tr><td>B. LESS UNOBLIGATED BALANCE FROM PRIOR BUDGET PERIODS...\$</td><td style="text-align: right;">0</td></tr> <tr><td>C. LESS CUMULATIVE PRIOR AWARDS FROM THIS BUDGET PERIOD \$</td><td style="text-align: right;">0</td></tr> <tr><td>D. AMOUNT OF DIRECT ASSISTANCE THIS ACTION \$</td><td style="text-align: right;">0</td></tr> </table> 15. PROGRAM INCOME SUBJECT TO 45 CFR PART 74, SUBPART F, OR 45 CFR 92.25, SHALL BE USED IN ACCORDANCE WITH ONE OF THE FOLLOWING ALTERNATIVES: (SELECT ONE AND PUT LETTER IN BOX.) <table style="width: 100%;"> <tr><td>A. DEDUCTION</td><td></td></tr> <tr><td>B. ADDITIONAL COSTS</td><td></td></tr> <tr><td>C. MATCHING</td><td style="text-align: center;"><b>B</b></td></tr> <tr><td>D. OTHER RESEARCH (ADD/DEDUCT OPTION)</td><td></td></tr> <tr><td>E. OTHER (SEE REMARKS)</td><td></td></tr> </table> THIS AWARD IS BASED ON AN APPLICATION SUBMITTED TO, AND AS APPROVED BY, THE PHS ON THE ABOVE TITLED PROJECT AND IS SUBJECT TO THE TERMS AND CONDITIONS INCORPORATED EITHER DIRECTLY OR BY REFERENCE IN THE FOLLOWING: A. THE GRANT PROGRAM LEGISLATION CITED ABOVE. B. THE GRANT PROGRAM REGULATION CITED ABOVE. C. THIS AWARD NOTICE INCLUDING TERMS AND CONDITIONS, IF ANY, NOTED BELOW UNDER REMARKS. D. PHS GRANTS POLICY STATEMENT INCLUDING ADDENDA IN EFFECT AS OF THE BEGINNING DATE OF THE BUDGET PERIOD. E. 45 CFR PART 74 OR 45 CFR PART 92 AS APPLICABLE. IN THE EVENT THERE ARE CONFLICTING OR OTHERWISE INCONSISTENT POLICIES APPLICABLE TO THE GRANT, THE ABOVE ORDER OF PRECEDENCE SHALL PREVAIL. ACCEPTANCE OF THE GRANT TERMS AND CONDITIONS IS ACKNOWLEDGED BY THE GRANTEE WHEN FUNDS ARE DRAWN OR OTHERWISE OBTAINED FROM THE GRANT PAYMENT SYSTEM.	A. AMOUNT OF PHS FINANCIAL ASSISTANCE (FROM 11.U).....	1,020,000	B. LESS UNOBLIGATED BALANCE FROM PRIOR BUDGET PERIODS...\$	0	C. LESS CUMULATIVE PRIOR AWARD(S) THIS BUDGET PERIOD...\$	120,000	D. AMOUNT OF FINANCIAL ASSIST. THIS ACTION \$	900,000	BUDGET YEAR	TOTAL DIRECT COSTS	BUDGET YEAR	TOTAL DIRECT COSTS	A. 2	120,000	D. 5	120,000	B. 3	120,000	E. 0	0	C. 4	120,000	F. 0	0	A. AMOUNT OF PHS DIRECT ASSISTANCE.....	0	B. 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REMARKS (OTHER TERMS AND CONDITIONS ATTACHED) - YES ☒ NO ☐
 SPONSOR: NATIONAL CENTER FOR GLOBAL AIDS PREVENTION (NCHSTP)  
 \*IDC RATE BASE: SEE ATTACHED

PHS GRANTS MANAGEMENT OFFICER (SIGNATURE) 		(NAME-TYPED/PRINT) <b>REBECCA B. O'KELLEY</b>		(TITLE) <b>GRANTS MANAGEMENT OFFICER</b>	
7. OBJ. CLASS. <b>41.51</b> FY-CAM		18. CRS.EIN: <b>1-530235320-A2</b>		19. LIST NO.: <b>C0-107-K05</b>	
8. A05-M1115 05-92102GX		9. DOCUMENT NO. <b>CCU124501</b>		10. ADMINISTRATIVE CODE <b>CCU62</b>	
11. A.		12. B.		13. C.	
14. D.		15. E.		16. F.	
17. G.		18. H.		19. I.	
20. J.		21. K.		22. L.	
23. M.		24. N.		25. O.	
26. P.		27. Q.		28. R.	
29. S.		30. T.		31. U.	
32. V.		33. W.		34. X.	
35. Y.		36. Z.		37. AA.	
38. AB.		39. AC.		40. AD.	
41. AE.		42. AF.		43. AG.	
44. AH.		45. AI.		46. AJ.	
47. AK.		48. AL.		49. AM.	
50. AN.		51. AO.		52. AP.	
53. AQ.		54. AR.		55. AS.	
56. AT.		57. AU.		58. AV.	
59. AW.		60. AX.		61. AY.	
62. AZ.		63. BA.		64. BB.	
65. BC.		66. BD.		67. BE.	
68. BF.		69. BG.		70. BH.	
71. BI.		72. BJ.		73. BK.	
74. BL.		75. BM.		76. BN.	
77. BO.		78. BP.		79. BQ.	
80. BR.		81. BS.		82. BT.	
83. BU.		84. BV.		85. BW.	
86. BX.		87. BY.		88. BZ.	
89. CA.		90. CB.		91. CC.	
92. CD.		93. CE.		94. CF.	
95. CG.		96. CH.		97. CI.	
98. CJ.		99. CK.		100. CL.	

**NOTICE OF AWARD****PAGE 3 OF 4****DATE ISSUED****JUL 13 2005***(Continuation Sheet)***AWARD NO. U62/CCU124501-01-1**  
**Pathfinder International****3. Prostitution and Related Activities:**

The U.S. Government is opposed to prostitution and related activities, which are inherently harmful and dehumanizing, and contribute to the phenomenon of trafficking in persons.

Any entity that receives, directly or indirectly, U.S. Government funds in connection with this document ("recipient") cannot use such U.S. Government funds to promote or advocate the legalization or practice of prostitution or sex trafficking. Nothing in the preceding sentence shall be construed to preclude the provision to individuals of palliative care, treatment, or post-exposure pharmaceutical prophylaxis, and necessary pharmaceuticals and commodities, including test kits, condoms, and, when proven effective, microbicides. A recipient that is otherwise eligible to receive funds in connection with this document to prevent, treat, or monitor HIV/AIDS shall not be required to endorse or utilize a multisectoral approach to combating HIV/AIDS, or to endorse, utilize, or participate in a prevention method or treatment program to which the recipient has a religious or moral objection. Any information provided by recipients about the use of condoms as part of projects or activities that are funded in connection with this document shall be medically accurate and shall include the public health benefits and failure rates of such use.

In addition, any recipient must have a policy explicitly opposing prostitution and sex trafficking. The preceding sentence shall not apply to any "exempt organizations" (defined as the Global Fund to Fight AIDS, Tuberculosis and Malaria, the World Health Organization and its six Regional Offices, the International AIDS Vaccine Initiative or to any United Nations agency).

The following definition applies for purposes of this clause:

- Sex trafficking means the recruitment, harboring, transportation, provision, or obtaining of a person for the purpose of a commercial sex act. 22 U.S.C. § 7102(9).

All recipients must insert provisions implementing the applicable parts of this section, "Prostitution and Related Activities," in all subagreements under this award. These provisions must be express terms and conditions of the subagreement, must acknowledge that compliance with this section, "Prostitution and Related Activities," is a prerequisite to receipt and expenditure of U.S. government funds in connection with this document, and must acknowledge that any violation of the provisions shall be grounds for unilateral termination of the agreement prior to the end of its term. Recipients must agree that HHS may, at any reasonable time, inspect the documents and materials maintained or prepared by the recipient in the usual course of its operations that relate to the organization's compliance with this section, "Prostitution and Related Activities."

All prime recipients that receive U.S. Government funds ("prime recipients") in connection with this document must certify compliance (pending OMB clearance) prior to actual receipt of such funds in a written statement that makes reference to this document (e.g., "[Prime recipient's name] certifies compliance with the section,

**NOTICE OF AWARD**

*(Continuation Sheet)*

**PAGE 4 OF 4**

**DATE ISSUED**

**JUL 13 2005**

**AWARD NO. U62/CCU124501-01-1**

**Pathfinder International**

'Prostitution and Related Activities.'") addressed to the agency's grants officer. Such certifications by prime recipients are prerequisites to the payment of any U.S. Government funds in connection with this document.

Recipients' compliance with this section, "Prostitution and Related Activities," is an express term and condition of receiving U.S. Government funds in connection with this document, and any violation of it shall be grounds for unilateral termination by HHS of the agreement with HHS in connection with this document prior to the end of its term. The recipient shall refund to HHS the entire amount furnished in connection with this document in the event HHS determines recipient has not complied with this section, "Prostitution and Related Activities."

**PLEASE REFERENCE YOUR AWARD NUMBER ON ALL  
CORRESPONDENCE**